

ONEY WADE S
Form 4/A
June 23, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ONEY WADE S

2. Issuer Name **and** Ticker or Trading
Symbol

PAPA JOHNS INTERNATIONAL
INC [PZZA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

06/21/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

P.O. BOX 99900

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/23/2005

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

LOUISVILLE, KY 40269

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common stock	06/22/2005		M ⁽¹⁾⁽²⁾		19,604	A	\$ 26.38	65,700 D
Common stock	06/22/2005		M ⁽¹⁾⁽²⁾		5,448	A	\$ 27	71,148 D
Common stock	06/22/2005		S ⁽¹⁾⁽²⁾		25,052	D	\$ 40	46,096 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to buy ⁽³⁾	\$ 26.38	06/21/2005		M ⁽¹⁾⁽⁴⁾		24,199		09/30/1997	03/31/2007	Common stock	24,199
Option to buy ⁽³⁾	\$ 26.38	06/22/2005		M ⁽¹⁾⁽²⁾		19,604		09/30/1997	03/31/2007	Common stock	19,604
Option to buy ⁽⁵⁾	\$ 27	06/22/2005		M ⁽¹⁾⁽²⁾		5,448		⁽⁶⁾	04/07/2007	Common stock	5,448

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ONEY WADE S P.O. BOX 99900 LOUISVILLE, KY 40269	X

Signatures

/s/ Kenneth M. Cox, by power of attorney 06/23/2005

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Transaction effected through Rule 10b5-1 trading plan adopted by Mr. Oney

(2) Additional transaction not reported on original Form 4

(3) Option to buy under Papa John's International, Inc. 1993 Stock Ownership Incentive Plan

(4) Reported to correct error in dates shown in Box 6 on original Form 4

(5) Option to buy under 1997 agreement between Papa John's International, Inc. and Mr. Oney

(6) The option became fully exercisable on December 27, 1998.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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